

000410 09/03/2002

SCHEDULE M
(Form 5471)
 (Rev. May 2001)
 Department of the Treasury
 Internal Revenue Service

**Transactions Between Controlled Foreign Corporation
 and Shareholders or Other Related Persons**

OMB No. 1545-0704

▶ Attach to Form 5471. See instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

GRACE CONSTRUCTION PRODUC

Important: Complete a **separate** Schedule M for each controlled foreign corporation. Enter the totals for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). All amounts must be stated in U.S. dollars translated from functional currency at the average exchange rate for the foreign corporation's tax year. See the instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule ▶ EURO .89275

| (a) Transactions of foreign corporation | (b) U.S. person filing this return | (c) Any domestic corporation or partnership controlled by U.S. person filing this return | (d) Any other foreign corporation or partnership controlled by U.S. person filing this return | (e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return) | (f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation |
|---|------------------------------------|--|---|--|---|
| 1 Sales of stock in trade (inventory) | | | 14,536. | | |
| 2 Sales of property rights (patents, trademarks, etc.) | | | | | |
| 3 Compensation received for technical, managerial, engineering, construction, or like services | | | | | |
| 4 Commissions received | | | | | |
| 5 Rents, royalties, and license fees received | | | | | |
| 6 Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income) | | | | | |
| 7 Interest received | | | | | |
| 8 Premiums received for insurance or reinsurance | | | | | |
| 9 Add lines 1 through 8 | 0. | 0. | 14,536. | 0. | 0. |
| 10 Purchases of stock in trade (inventory) | | 114,418. | 663,811. | | |
| 11 Purchases of tangible property other than stock in trade | | | | | |
| 12 Purchases of property rights (patents, trademarks, etc.) | | | | | |
| 13 Compensation paid for technical, managerial, engineering, construction, or like services | | 761. | 6,854. | | |
| 14 Commissions paid | | | 7,561. | | |
| 15 Rents, royalties, and license fees paid | | | | | |
| 16 Dividends paid | | | | | |
| 17 Interest paid | | | 9,287. | | |
| 18 Add lines 10 through 17 | 0. | 115,179. | 687,513. | 0. | 0. |
| 19 Amounts borrowed (enter the maximum loan balance during the year) -- see instructions . . | | | 1,136. | | |
| 20 Amounts loaned (enter the maximum loan balance during the year) -- see instructions . . | | | 975. | | |

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule M (Form 5471) (Rev. 5-2001)

Statement 1
65-0773649

000410 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
GRACE CONSTRUCTION PRODUC

Tax Year Ended 12/31/2001

Form 5471 Page 2 Schedules

Other Income

| Description | Functional Currency | U.S. Dollars |
|--------------|------------------------|--------------|
| ----- | ----- | ----- |
| OTHER INCOME | -5,999 | -5,356 |
| | ----- | ----- |
| Total | -5,999 | -5,356 |
| | ===== | ===== |

Statement 2
65-0773649000410 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
GRACE CONSTRUCTION PRODUC

Tax Year Ended 12/31/2001

Form 5471 Page 2 Schedules

Other Deductions

| Description | Functional Currency | U.S. Dollars |
|---------------------------|------------------------|--------------|
| PROFESSIONAL, CORPORATION | 18,503 | 16,519 |
| ADVERTISING | 1,149 | 1,026 |
| GENERAL STATIONARY AND SU | 16,910 | 15,096 |
| TELEPHONE COMMUNICATIONS | 41,559 | 37,102 |
| OPERATING COSTS | 18,448 | 16,469 |
| UTILITIES | 4,336 | 3,871 |
| REPAIRS AND MAINTENANCE | 810 | 723 |
| INSURANCE | 8,540 | 7,624 |
| SERVICE CHARGES | 16,003 | 14,287 |
| AMORTIZATION CHARGES | 7,482 | 6,680 |
| INTER CORP. - OTHER EXP. | 7,996 | 7,138 |
| Total | 141,736 | 126,535 |

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W. R. GRACE & CO. & SUBSIDIARIES
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Statement 3
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 4 -- Other Current Assets

| Detail Description | Beginning | Ending |
|---------------------------|-----------|--------|
| ----- | ----- | ----- |
| OTHER PREPAYMENTS AND OTH | 3,513 | 3,368 |
| | ----- | ----- |
| Total | 3,513 | 3,368 |
| | ===== | ===== |

Statement 4
65-0773649000410 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
GRACE CONSTRUCTION PRODUC

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 7 -- Other Investments

| Detail Description | Beginning | Ending |
|---------------------------|-----------|--------|
| MISCELLANEOUS INVESTMENTS | 1,625 | |
| Total | 1,625 | 0 |

000410 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
GRACE CONSTRUCTION PRODUC

Statement 5
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 12 -- Other Assets

| Detail Description | Beginning | Ending |
|--------------------|-----------|--------|
| ----- | ----- | ----- |
| DEFERRED CHARGES | -176 | 28,971 |
| | ----- | ----- |
| Total | -176 | 28,971 |
| | ===== | ===== |

000410 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
GRACE CONSTRUCTION PRODUC

Statement 6
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 15 -- Other Current Liabilities

| Detail Description | Beginning | Ending |
|---------------------------|-----------|---------|
| ----- | ----- | ----- |
| ACCEPTANCE PAYABLE | 27,346 | 23,911 |
| INCOME TAXES PAYABLE | 39,517 | -2,691 |
| ACCRUED CURRENT LIABILITY | 21,959 | 68,149 |
| INTER CORPORATE BAL. WITH | 366,107 | 567,748 |
| ----- | ----- | ----- |
| Total | 454,929 | 657,117 |
| ===== | ===== | ===== |

000309 09/03/2002

Form **5471**

(Rev. May 2001)

Department of the Treasury
Internal Revenue Service**Information Return of U.S. Persons With
Respect To Certain Foreign Corporations**

▶ See separate instructions.

Information furnished for the foreign corporation's annual accounting period (tax year required by
section 998) (see instructions) beginning 01/01, 2001, and ending 12/31, 2001

OMB No. 1545-0704

File in Duplicate
(see When and
Where To File in the
instructions)

| | | | |
|---|--|---|--|
| Name of person filing this return W. R. GRACE & CO. & SUBSIDIARIES | | A Identifying number 65-0773649 | |
| Number, street, & room or suite no. (or P.O. box no. if mail is not delivered to street address) 5400 BROKEN SOUND BLVD. - SUITE 300 | | B Category of filer (See instructions. Check applicable box(es)): 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input checked="" type="checkbox"/> 4 <input checked="" type="checkbox"/> 5 <input checked="" type="checkbox"/> | |
| City or town, state, and ZIP code BOCA RATON, FL 33487 | | C Enter the total percentage of the foreign corporation's voting stock you owned at the end of its annual accounting period 100 % | |
| Filer's tax year beginning 01/01, 2001, and ending 12/31, 2001 | | | |

D Person(s) on whose behalf this information return is filed:

| (1) Name | (2) Address | (3) Identifying number | (4) Check applicable box(es) | | |
|----------|-------------|------------------------|------------------------------|---------|----------|
| | | | Shareholder | Officer | Director |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

Important: Fill in all applicable lines and schedules. All information must be in the English language. All amounts must be stated in U.S. dollars unless otherwise indicated.

| | | | | | |
|--|--|---|---|---|--|
| 1a Name and address of foreign corporation TRANS-MERIDIAN INSURANCE. 5th FLOOR, 25-28 ADELAIDE ROAD DUBLIN 2 IRELAND | | | | b Employer identification number, if any | |
| | | | | c Country under whose laws incorporated IRELAND | |
| d Date of incorporation 12/19/94 | e Principal place of busn. IRELAND | f Principal business activity code number 524290 | g Principal business activity OTHER INSURANCE RELATED ACTIVITIES | h Functional currency U.S. Dollar | |

2 Provide the following information for the foreign corporation's accounting period stated above.

| | | |
|---|---|--|
| a Name, address, and identifying number of branch office or agent (if any) in the United States | b If a U.S. income tax return was filed, please show: | |
| | (i) Taxable income or (loss) | (ii) U.S. income tax paid (after all credits) |
| c Name and address of foreign corporation's statutory or resident agent in country of incorporation | d Name and address (including corporate department, if applicable) of person (or persons) with custody of books & records of the foreign corporation, and the location of such books and records, if different SHARON GRIFFIN | |

Schedule A Stock of the Foreign Corporation**Part I — ALL Classes of Stock**

| (a) Description of each class of stock | (b) Number of shares issued and outstanding | |
|--|--|---|
| | (i) Beginning of annual accounting period | (ii) End of annual accounting period |
| COMMON | 1,100,000 | 1,100,000 |
| | | |
| | | |

Part II — Additional Information for Preferred Stock

(To be completed only by Category 1 filers for foreign personal holding companies)

| (a) Description of each class of Preferred stock (Note: This description should match the corresponding description entered in Part I, column (a).) | (b) Par value in functional currency | (c) Rate of dividend | (d) Indicate whether stock is cumulative or noncumulative |
|---|---|----------------------|---|
| | | | |
| | | | |
| | | | |

For Paperwork Reduction Act Notice, see the separate instructions.

Form **5471** (Rev. 5-2001)

Form 5471 (Rev. 5-2001)

| | |
|-------------------|---|
| Schedule B | U.S. Shareholders of Foreign Corporation (See the instructions.) |
|-------------------|---|

100**Schedule C** **Income Statement** (See the instructions.)

| | | Functional Currency | U.S. Dollars |
|--|--|---------------------|--------------|
| INCOME | 1a Gross receipts or sales | 1a | |
| | b Returns and allowances | 1b | |
| | c Subtract line 1b from line 1a | 1c | 0. |
| | 2 Cost of goods sold | 2 | |
| | 3 Gross profit (subtract line 2 from line 1c) | 3 | 0. |
| | 4 Dividends | 4 | |
| | 5 Interest | 5 | |
| | 6 Gross rents, royalties, and license fees | 6 | |
| | 7 Net gain or (loss) on sale of capital assets | 7 | |
| 8 Other income (attach schedule) | 8 | -107,773. | |
| 9 Total income (add lines 3 through 8) | 9 | -107,773. | |
| DEDUCTIONS | 10 Compensation not deducted elsewhere | 10 | |
| | 11 Rents, royalties, and license fees | 11 | |
| | 12 Interest | 12 | |
| | 13 Depreciation not deducted elsewhere | 13 | |
| | 14 Depletion | 14 | |
| | 15 Taxes (exclude provision for income, war profits, and excess profits taxes) | 15 | |
| | 16 Other deductions (attach schedule -- exclude provision for income, war profits, and excess profits taxes) | 16 | 0 |
| | 17 Total deductions (add lines 10 through 16) | 17 | 0. |
| INCOME | 18 Net income or (loss) before extraordinary items, prior period adjustments, and the provision for income, war profits, and excess profits taxes (subtract line 17 from line 9) | 18 | -107,773. |
| | 19 Extraordinary items and prior period adjustments (see instructions) | 19 | |
| | 20 Provision for income, war profits, and excess profits taxes (see instructions) | 20 | |
| | 21 Current year net income or (loss) per books (line 18 plus line 19 minus line 20) | 21 | -107,773. |

000309 09/03/2002W. R. GRACE & CO. & SUBSIDIARIES

TRANS-MERIDIAN INSURANCE.

65-0773649

Page 3

Form 5471 (Rev. 5-2001)

Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued (See instructions.)

| (a) Name of country or U.S. possession | Amount of tax | | |
|---|----------------------------|------------------------|------------------------|
| | (b) In foreign currency | (c) Conversion rate | (d) In U.S. dollars |
| 1 U.S. | | | |
| 2 IRELAND | | | 0. |
| 3 | | | |
| 4 | | | |
| 5 | | | |
| 6 | | | |
| 7 | | | |
| 8 Total | | | 0. |

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See the instructions for an exception for DASTM corporations.

| Assets | Amount of tax | |
|---|--|--|
| | (a) Beginning of annual accounting period | (b) End of annual accounting period |
| 1 Cash | 4,807,930. | 3,970,988. |
| 2a Trade notes and accounts receivable | 2,092,283. | 2,278,796. |
| b Less allowance for bad debts | () | (0.) |
| 3 Inventories | | |
| 4 Other current assets (attach schedule) | 0. | 0. |
| 5 Loans to stockholders and other related persons | | |
| 6 Investment in subsidiaries (attach schedule) | | |
| 7 Other investments (attach schedule) | 0. | 0. |
| 8a Buildings and other depreciable assets | | |
| b Less accumulated depreciation | () | () |
| 9a Depletable assets | | |
| b Less accumulated depletion | () | () |
| 10 Land (net of any amortization) | | |
| 11 Intangible assets: | | |
| a Goodwill | | |
| b Organization costs | | |
| c Patents, trademarks, and other intangible assets | | |
| d Less accumulated amortization for lines 11a, b, and c | () | () |
| 12 Other assets (attach schedule) SEE STATEMENT. 2 | 8,955. | 4,383. |
| 13 Total assets | 6,909,168. | 6,254,167. |
| Liabilities and Stockholders' Equity | Amount of tax | |
| | (a) Beginning of annual accounting period | (b) End of annual accounting period |
| 14 Accounts payable | | |
| 15 Other current liabilities (attach schedule) SEE STATEMENT. 3 | 5,692,132. | 4,856,219. |
| 16 Loans from stockholders and other related persons | | |
| 17 Other liabilities (attach schedule) | 0. | 0. |
| 18 Capital stock: | | |
| a Preferred stock | | |
| b Common stock | 1,100,000. | 1,100,000. |
| 19 Paid-in or capital surplus (attach reconciliation) | | 0. |
| 20 Retained earnings | 117,036. | 297,948. |
| 21 Less cost of treasury stock | () | () |
| 22 Total liabilities and stockholders' equity | 6,909,168. | 6,254,167. |

000309 09/03/2002W. R. GRACE & CO. & SUBSIDIARIES

TRANS-MERIDIAN INSURANCE.

65-0773649

Form 5471 (Rev. 5-2001)

Page 4

Schedule G Other Information

Yes No

- 1 During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in a foreign partnership? ☐ Yes ☒ No
If "Yes," see the instructions for required attachment.
- 2 During the tax year, did the foreign corporation own an interest in any trust? ☐ Yes ☒ No
- 3 During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate from their owners under Regulations sections 301.7701-2 and 301.7701-3? ☐ Yes ☒ No
If "Yes," attach a statement listing the name, country under whose laws the entity was organized, and EIN (if any) of each entity.

Schedule H Current Earnings and Profits (See the instructions.)**Important:** Enter the amounts on lines 1 through 5c in functional currency.

| | | | |
|--|---|---------------|------------------|
| 1 | Current year net income or (loss) per foreign books of account. | 1 | -107,773. |
| 2 | Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions): | | |
| | | Net Additions | Net Subtractions |
| a | Capital gains or losses | | |
| b | Depreciation and amortization | | |
| c | Depletion | | |
| d | Investment or incentive allowance | | |
| e | Charges to statutory reserves | | |
| f | Inventory adjustments | | |
| g | Taxes | | |
| h | Other (attach schedule) | 0. | 0. |
| 3 | Total net additions | 0. | |
| 4 | Total net subtractions | | 0. |
| 5a | Current earnings and profits (line 1 plus line 3 minus line 4) | 5a | -107,773. |
| b | DASTM gain or (loss) for foreign corporations that use DASTM (see instructions) | 5b | |
| c | Combine lines 5a and 5b | 5c | -107,773. |
| d | Current earnings and profits in U.S. dollars (line 5c translated at the appropriate exchange rate as defined in section 989(b) and the related regulations) (see instructions). | 5d | -107,773. |
| Enter exchange rate used for line 5d ▶ | | 1.000000 | |

Schedule I Summary of Shareholder's Income From Foreign Corporation (See the instructions.)

| | | | |
|---|---|---|----|
| 1 | Subpart F income (line 40b, Worksheet A in the instructions) | 1 | |
| 2 | Earnings invested in U.S. property (line 17, Worksheet B in the instructions) | 2 | |
| 3 | Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions) | 3 | |
| 4 | Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions) | 4 | |
| 5 | Factoring income | 5 | |
| 6 | Total of lines 1 through 5. Enter here and on your income tax return. See instructions | 6 | 0. |
| 7 | Dividends received (translated at spot rate on payment date under section 989(b)(1)) | 7 | |
| 8 | Exchange gain or (loss) on a distribution of previously taxed income | 8 | |

Yes No

- Was any income of the foreign corporation blocked? ☐ Yes ☒ No
- Did any such income become unblocked during the tax year (see section 964(b))? ☐ Yes ☒ No

If the answer to either question is "Yes," attach an explanation.

000309 09/03/2002

**SCHEDULE J
(Form 5471)**(Rev. May 2001)
Department of the Treasury
Internal Revenue Service**Accumulated Earnings and Profits (E&P)
of Controlled Foreign Corporation**

OMB No. 1545-0704

▶ Attach to Form 5471. See instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

TRANS-MERIDIAN INSURANCE.

| Important. Enter amounts in functional currency. | (a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance) | (b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance) | (c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances) | | | (d) Total Section 964(a) E&P (combine columns (a), (b), and (c)) |
|--|--|--|---|---|------------------------|--|
| | | | (i) Earnings Invested in U.S. Property | (ii) Earnings Invested in Excess Passive Assets | (iii) Subpart F Income | |
| 1 Balance at beginning of year | | | | | 1,006,523. | 1,006,523. |
| 2a Current year E&P | | | | | | |
| b Current year deficit in E&P | | | | | | |
| 3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b) | 0. | | | | | |
| 4 Amounts included under sec. 951(a) or reclassified under section 959(c) in current year | | | | | -107,773. | |
| 5a Actual distributions or reclassifications of previously taxed E&P | | | | | | |
| b Actual distributions of nonpreviously taxed E&P | | | | | | |
| 6a Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a) | | | 0. | 0. | 898,750. | |
| b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b) | 0. | 0. | | | | |
| 7 Balance at end of year. (Enter amount from line 6a / line 6b, whichever is applic.) | 0. | 0. | 0. | 0. | 898,750. | 898,750. |

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule J (Form 5471) (Rev. 5-2001)

000309 09/03/2002

**SCHEDULE M
(Form 5471)**(Rev. May 2001)
Department of the Treasury
Internal Revenue Service**Transactions Between Controlled Foreign Corporation
and Shareholders or Other Related Persons**

OMB No. 1545-0704

▶ Attach to Form 5471. See instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

TRANS-MERIDIAN INSURANCE.

Important: Complete a separate Schedule M for each controlled foreign corporation. Enter the totals for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). All amounts must be stated in U.S. dollars translated from functional currency at the average exchange rate for the foreign corporation's tax year. See the instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule ▶ U.S. Dollar 1.0000000

| (a) Transactions of foreign corporation | (b) U.S. person filing this return | (c) Any domestic corporation or partnership controlled by U.S. person filing this return | (d) Any other foreign corporation or partnership controlled by U.S. person filing this return | (e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return) | (f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation |
|--|------------------------------------|--|---|--|---|
| 1 Sales of stock in trade (inventory) | | | | | |
| 2 Sales of property rights (patents, trademarks, etc.) | | | | | |
| 3 Compensation received for technical, managerial, engineering, construction, or like services | | | | | |
| 4 Commissions received | | | | | |
| 5 Rents, royalties, and license fees received | | | | | |
| 6 Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income). | | | | | |
| 7 Interest received | | | | | |
| 8 Premiums received for insurance or reinsurance | | | 65,765. | | |
| 9 Add lines 1 through 8 | 0. | 0. | 65,765. | 0. | 0. |
| 10 Purchases of stock in trade (inventory) | | | | | |
| 11 Purchases of tangible property other than stock in trade | | | | | |
| 12 Purchases of property rights (patents, trademarks, etc.) | | | | | |
| 13 Compensation paid for technical, managerial, engineering, construction, or like services | | | | | |
| 14 Commissions paid | | | | | |
| 15 Rents, royalties, and license fees paid | | | | | |
| 16 Dividends paid | | | | | |
| 17 Interest paid | | | | | |
| 18 Add lines 10 through 17 | 0. | 0. | 0. | 0. | 0. |
| 19 Amounts borrowed (enter the maximum loan balance during the year) -- see instructions | | | | | |
| 20 Amounts loaned (enter the maximum loan balance during the year) -- see instructions | | | | | |

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule M (Form 5471) (Rev. 5-2001)

Statement 1
65-0773649000309 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
TRANS-MERIDIAN INSURANCE.

Tax Year Ended 12/31/2001

Form 5471 Page 2 Schedules

Other Income

| Description | Functional Currency | U.S. Dollars |
|--------------|------------------------|--------------|
| ----- | ----- | ----- |
| Other Income | -107,773 | -107,773 |
| | ----- | ----- |
| Total | -107,773 | -107,773 |
| | ===== | ===== |

Statement 2
65-0773649000309 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
TRANS-MERIDIAN INSURANCE.

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 12 -- Other Assets

| Detail Description | Beginning | Ending |
|-------------------------------|-----------|--------|
| ----- | ----- | ----- |
| ACCRUED INTEREST | 8,955 | |
| Other Assets at End of Period | | 4,383 |
| ----- | ----- | ----- |
| Total | 8,955 | 4,383 |
| | ===== | ===== |

Statement 3
65-0773649000309 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
TRANS-MERIDIAN INSURANCE.

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 15 -- Other Current Liabilities

| Detail Description | Beginning | Ending |
|---------------------------|-----------|-----------|
| ----- | ----- | ----- |
| ACCEPTANCE PAYABLE | | 13,470 |
| OTHER CURRENT LIABILITIES | | 4,842,749 |
| | ----- | ----- |
| Total | 0 | 4,856,219 |
| | ===== | ===== |

000423 09/03/2002

Form **5471**

(Rev. May 2001)

Department of the Treasury
Internal Revenue Service**Information Return of U.S. Persons With
Respect To Certain Foreign Corporations**

▶ See separate instructions.

Information furnished for the foreign corporation's annual accounting period (tax year required by
section 898) (see instructions) beginning 01/01, 2001, and ending 12/31, 2001

OMB No. 1545-0704

File In Duplicate
(see When and
Where To File in the
instructions)

Name of person filing this return

W. R. GRACE & CO. & SUBSIDIARIES

A Identifying number

65-0773649

Number, street, & room or suite no. (or P.O. box no. if mail is not delivered to street address)

5400 BROKEN SOUND BLVD. - SUITE 300

B Category of filer (See instructions. Check applicable box(es)):1 ☐ 2 ☐ 3 ☐ 4 ☒ 5 ☒

City or town, state, and ZIP code

BOCA RATON, FL 33487

C Enter the total percentage of the foreign corporation's voting stock

you owned at the end of its annual accounting period 100%

Filer's tax year beginning 01/01, 2001, and ending 12/31, 2001

D Person(s) on whose behalf this information return is filed:

| (1) Name | (2) Address | (3) Identifying number | (4) Check applicable box(es) | | |
|----------|-------------|------------------------|------------------------------|---------|----------|
| | | | Shareholder | Officer | Director |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

Important: Fill in all applicable lines and schedules. All information must be in the English language. All amounts must be stated in U.S. dollars unless otherwise indicated.**1a Name and address of foreign corporation**

W. R. GRACE ITALIANA SPA

VIA TRENTO 7

20017 PASSIRANA DI RHO, MILAN, ITALY

b Employer identification number, if any**c Country under whose laws incorporated**

ITALY

d Date of incorporation

11/04/97

e Principal place of busn.

ITALY

**f Principal business activity
code number**

325900

g Principal business activityOTHER CHEMICAL
PRODUCTS MFG**h Functional currency:**

EURO

2 Provide the following information for the foreign corporation's accounting period stated above.**a Name, address, and identifying number of branch office or agent
(if any) in the United States****b If a U.S. income tax return was filed, please show:**

(i) Taxable income or (loss)

(ii) U.S. income tax paid
(after all credits)**c Name and address of foreign corporation's statutory or resident
agent in country of incorporation****d Name and address (including corporate department, if applicable) of
person (or persons) with custody of books & records of the foreign
corporation, and the location of such books and records, if different**BAKER & MCKENZIE
PIAZZA MEDA 3
20121 MILAN, ITALY**Schedule A Stock of the Foreign Corporation****Part I — ALL Classes of Stock**

| (a) Description of each class of stock | (b) Number of shares issued and outstanding | |
|--|---|--------------------------------------|
| | (i) Beginning of annual accounting period | (ii) End of annual accounting period |
| COMMON | 280,000 | 280,000 |
| | | |
| | | |
| | | |

Part II — Additional Information for Preferred Stock

(To be completed only by Category 1 filers for foreign personal holding companies)

| (a) Description of each class of Preferred stock (Note: This description should match the corresponding description entered in Part I, column (a).) | (b) Par value in functional currency | (c) Rate of dividend | (d) Indicate whether stock is cumulative or noncumulative |
|---|---|----------------------|---|
| | | | |
| | | | |
| | | | |

For Paperwork Reduction Act Notice, see the separate Instructions.

Form **5471** (Rev. 5-2001)

000423 09/03/2002 W. R. GRACE & CO. & SUBSIDIARIES

W. R. GRACE ITALIANA SPA

65-0773649

Page 2

Form 5471 (Rev. 5-2001)

Schedule B U.S. Shareholders of Foreign Corporation (See the instructions.)

| (a) Name, address, and identifying number of shareholder | (b) Description of each class of stock held by shareholder (Note: This description should match the corresponding description entered in Schedule A, Part I, column (a).) | (c) Number of shares held at beginning of annual accounting period | (d) Number of shares held at end of annual accounting period | (e) Pro rata share of subpart F income (enter as a percentage) |
|--|--|--|--|--|
| *W.R.GRACE & CO. - CONN 7500 GRACE DRIVE COLUMBIA, MD, 21044 13-5114230 | COMMON | 279,992 | 279,992 | |
| DEWEY AND ALMY CO. 7500 GRACE DRIVE COLUMBIA, MD 21044 04-6087235 | COMMON | 8 | 8 | |
| *A WHOLLY OWNED DOMESTIC SUBSIDIARY OF W.R. GRACE & CO. | | | | |
| | | | | |
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Schedule C Income Statement (See the instructions.)

Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

| | | Functional Currency | U.S. Dollars |
|--|---|-----------------------|--------------|
| I N C O M E | 1a Gross receipts or sales | 1a 19,395,990. | 17,315,770. |
| | b Returns and allowances | 1b 306,468. | 273,599. |
| | c Subtract line 1b from line 1a | 1c 19,089,522. | 17,042,171. |
| | 2 Cost of goods sold | 2 12,071,847. | 10,777,141. |
| | 3 Gross profit (subtract line 2 from line 1c) | 3 7,017,675. | 6,265,030. |
| | 4 Dividends | 4 | |
| | 5 Interest | 5 148,311. | 132,405. |
| | 6 Gross rents, royalties, and license fees | 6 654,239. | 584,072. |
| | 7 Net gain or (loss) on sale of capital assets | 7 | |
| D E D U C T I O N S | 8 Other income (attach schedule) SEE. STATEMENT. 1 | 8 2,712,802. | 2,421,854. |
| | 9 Total income (add lines 3 through 8) | 9 10,533,027. | 9,403,361. |
| | 10 Compensation not deducted elsewhere | 10 4,009,174. | 3,579,190. |
| | 11 Rents, royalties, and license fees | 11 398,212. | 355,504. |
| | 12 Interest | 12 | |
| | 13 Depreciation not deducted elsewhere | 13 324,174. | 289,406. |
| | 14 Depletion | 14 | |
| | 15 Taxes (exclude provision for income, war profits, and excess profits taxes) | 15 2,659. | 2,374. |
| | 16 Other deductions (attach schedule -- exclude provision for income, war profits, and excess profits taxes) SEE. STATEMENT. 2 | 16 2,899,733. | 2,588,736. |
| I N C O M E | 17 Total deductions (add lines 10 through 16) | 17 7,633,952. | 6,815,210. |
| | 18 Net income or (loss) before extraordinary items, prior period adjustments, and the provision for income, war profits, and excess profits taxes (subtract line 17 from line 9) | 18 2,899,075. | 2,588,151. |
| | 19 Extraordinary items and prior period adjustments (see instructions) | 19 | |
| | 20 Provision for income, war profits, and excess profits taxes (see instructions) | 20 711,728. | 635,396. |
| | 21 Current year net income or (loss) per books (line 18 plus line 19 minus line 20) | 21 2,187,347. | 1,952,755. |

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000423 09/03/2002

W. R. GRACE & CO. & SUBSIDIARIES

W. R. GRACE ITALIANA SPA

65-0773649

Page 3

Form 5471 (Rev. 5-2001)

Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued (See instructions.)

| | | Amount of tax | | |
|------------------------------------|---------------------|-----------------|-----------------|--|
| (a) | (b) | (c) | (d) | |
| Name of country or U.S. possession | In foreign currency | Conversion rate | In U.S. dollars | |
| 1 U.S. | | | | |
| 2 ITALY | 1,422,210. | 0.8993545 | 1,279,071. | |
| 3 | | | | |
| 4 | | | | |
| 5 | | | | |
| 6 | | | | |
| 7 | | | | |
| 8 Total | | | 1,279,071. | |

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See the instructions for an exception for DASTM corporations.

| | | (a) | (b) |
|---|-----------------|---------------------------------------|---------------------------------|
| | | Beginning of annual accounting period | End of annual accounting period |
| Assets | | | |
| 1 Cash | | 4,748,371. | 5,574,124. |
| 2a Trade notes and accounts receivable | | 6,705,758. | 6,976,153. |
| b Less allowance for bad debts | | (37,397.) | (36,059.) |
| 3 Inventories | | 917,312. | 1,118,058. |
| 4 Other current assets (attach schedule) | SEE STATEMENT 3 | 30,954. | 49,313. |
| 5 Loans to stockholders and other related persons | | | |
| 6 Investment in subsidiaries (attach schedule) | | | |
| 7 Other investments (attach schedule) | | 0. | 0. |
| 8a Buildings and other depreciable assets | | 4,701,709. | 4,499,837. |
| b Less accumulated depreciation | | (2,604,697.) | (2,641,941.) |
| 9a Depletable assets | | | |
| b Less accumulated depletion | | () | () |
| 10 Land (net of any amortization) | | 275,821. | 261,915. |
| 11 Intangible assets: | | | |
| a Goodwill | | | |
| b Organization costs | | | |
| c Patents, trademarks, and other intangible assets | | | |
| d Less accumulated amortization for lines 11a, b, and c | | () | () |
| 12 Other assets (attach schedule) | SEE STATEMENT 4 | 101,953. | 152,771. |
| 13 Total assets | | 14,839,784. | 15,954,171. |
| Liabilities and Stockholders' Equity | | | |
| 14 Accounts payable | | 3,431,820. | 3,097,807. |
| 15 Other current liabilities (attach schedule) | SEE STATEMENT 5 | 2,397,986. | 2,446,306. |
| 16 Loans from stockholders and other related persons | | | |
| 17 Other liabilities (attach schedule) | SEE STATEMENT 6 | -4,152. | -80,034. |
| 18 Capital stock: | | | |
| a Preferred stock | | | |
| b Common stock | | 1,680,000. | 1,596,356. |
| 19 Paid-in or capital surplus (attach reconciliation) | | | 0. |
| 20 Retained earnings | | 7,334,130. | 8,893,736. |
| 21 Less cost of treasury stock | | () | () |
| 22 Total liabilities and stockholders' equity | | 14,839,784. | 15,954,171. |

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000423 09/03/2002W. R. GRACE & CO. & SUBSIDIARIES

W. R. GRACE ITALIANA SPA

65-0773649

Page 4

Form 5471 (Rev. 5-2001)

Schedule G Other Information

Yes No

- 1 During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in a foreign partnership? ☐ Yes ☒ No
If "Yes," see the instructions for required attachment.
- 2 During the tax year, did the foreign corporation own an interest in any trust? ☐ Yes ☒ No
- 3 During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate from their owners under Regulations sections 301.7701-2 and 301.7701-3? ☐ Yes ☒ No
If "Yes," attach a statement listing the name, country under whose laws the entity was organized, and EIN (if any) of each entity.

Schedule H Current Earnings and Profits (See the instructions.)**Important:** Enter the amounts on lines 1 through 5c in functional currency.

| | | | | | |
|----|--|----------------------|-------------------------|----|------------|
| 1 | Current year net income or (loss) per foreign books of account | | | 1 | 2,187,347. |
| 2 | Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions): | | | | |
| | | Net Additions | Net Subtractions | | |
| a | Capital gains or losses | | | | |
| b | Depreciation and amortization | | | | |
| c | Depletion | | | | |
| d | Investment or incentive allowance | | | | |
| e | Charges to statutory reserves | 0. | | | |
| f | Inventory adjustments | | | | |
| g | Taxes | | 710,482. | | |
| h | Other (attach schedule) | 0. | 0. | | |
| 3 | Total net additions | 0. | | | |
| 4 | Total net subtractions | | 710,482. | | |
| 5a | Current earnings and profits (line 1 plus line 3 minus line 4) | | | 5a | 1,476,865. |
| b | DASTM gain or (loss) for foreign corporations that use DASTM (see instructions) | | | 5b | |
| c | Combine lines 5a and 5b | | | 5c | 1,476,865. |
| d | Current earnings and profits in U.S. dollars (line 5c translated at the appropriate exchange rate as defined in section 989(b) and the related regulations) (see instructions) | | | 5d | 1,318,471. |
| | Enter exchange rate used for line 5d ▶ | | | | 0.8927500 |

Schedule Summary of Shareholder's Income From Foreign Corporation (See the instructions.)

| | | | |
|---|---|---|----|
| 1 | Subpart F income (line 40b, Worksheet A in the instructions) | 1 | |
| 2 | Earnings invested in U.S. property (line 17, Worksheet B in the instructions) | 2 | |
| 3 | Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions) | 3 | |
| 4 | Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions) | 4 | |
| 5 | Factoring income | 5 | |
| 6 | Total of lines 1 through 5. Enter here and on your income tax return. See instructions | 6 | 0. |
| 7 | Dividends received (translated at spot rate on payment date under section 989(b)(1)) | 7 | |
| 8 | Exchange gain or (loss) on a distribution of previously taxed income | 8 | |

Yes No

- Was any income of the foreign corporation blocked? ☐ Yes ☒ No
- Did any such income become unblocked during the tax year (see section 964(b))? ☐ Yes ☒ No

If the answer to either question is "Yes," attach an explanation.

**SCHEDULE J
(Form 5471)**

(Rev. May 2001)
Department of the Treasury
Internal Revenue Service

**Accumulated Earnings and Profits (E&P)
of Controlled Foreign Corporation**

OMB No. 1545-0704

▶ Attach to Form 5471. See Instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

W. R. GRACE ITALIANA SPA

| Important. Enter amounts in functional currency. | (a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance) | (b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance) | (c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances) | | | (d) Total Section 964(a) E&P (combine columns (a), (b), and (c)) |
|--|--|--|---|---|------------------------|--|
| | | | (i) Earnings Invested in U.S. Property | (ii) Earnings Invested in Excess Passive Assets | (iii) Subpart F Income | |
| 1 Balance at beginning of year | 6,320,036. | 565,910. | | | | 6,885,946. |
| 2a Current year E&P | 1,476,865. | | | | | |
| b Current year deficit in E&P | | | | | | |
| 3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b) | 7,796,901. | 565,910. | | | | |
| 4 Amounts included under sec. 951(a) or reclassified under section 959(c) in current year | | | | | | |
| 5a Actual distributions or reclassifications of previously taxed E&P | | | | | | |
| b Actual distributions of nonpreviously taxed E&P | | | | | | |
| 6a Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a) | | | 0. | 0. | 0. | |
| b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b) | 7,796,901. | 565,910. | | | | |
| 7 Balance at end of year. (Enter amount from line 6a / line 6b, whichever is applic.) | 7,796,901. | 565,910. | 0. | 0. | 0. | 8,362,811. |

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule J (Form 5471) (Rev. 5-2001)

SCHEDULE M
(Form 5471)
(Rev. May 2001)
Department of the Treasury
Internal Revenue Service

**Transactions Between Controlled Foreign Corporation
and Shareholders or Other Related Persons**

OMB No. 1545-0704

▶ Attach to Form 5471. See instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number
65-0773649

Name of foreign corporation

W. R. GRACE ITALIANA SPA

Important: Complete a **separate** Schedule M for each controlled foreign corporation. Enter the totals for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). All amounts must be stated in U.S. dollars translated from functional currency at the average exchange rate for the foreign corporation's tax year. See the instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule ▶ EURO 0.89275

| (a) Transactions of foreign corporation | (b) U.S. person filing this return | (c) Any domestic corporation or partnership controlled by U.S. person filing this return | (d) Any other foreign corporation or partnership controlled by U.S. person filing this return | (e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return) | (f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation |
|---|------------------------------------|--|---|--|---|
| 1 Sales of stock in trade (inventory)..... | | 1,486. | 999,643. | | |
| 2 Sales of property rights (patents, trademarks, etc.).... | | | | | |
| 3 Compensation received for technical, managerial, engineering, construction, or like services..... | | 626,016. | 129,102. | | |
| 4 Commissions received..... | | | 2,417,746. | | |
| 5 Rents, royalties, and license fees received..... | | | | | |
| 6 Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income)..... | | | | | |
| 7 Interest received..... | | | | | |
| 8 Premiums received for insurance or reinsurance..... | | | | | |
| 9 Add lines 1 through 8..... | 0. | 627,502. | 3,546,491. | 0. | 0. |
| 10 Purchases of stock in trade (inventory)..... | | 1,331,047. | 1,367,372. | | |
| 11 Purchases of tangible property other than stock in trade..... | | | | | |
| 12 Purchases of property rights (patents, trademarks, etc.).... | | | | | |
| 13 Compensation paid for technical, managerial, engineering, construction, or like services..... | | | 166,819. | | |
| 14 Commissions paid..... | | | | | |
| 15 Rents, royalties, and license fees paid..... | | 47,997. | | | |
| 16 Dividends paid..... | | | | | |
| 17 Interest paid..... | | | | | |
| 18 Add lines 10 through 17..... | 0. | 1,379,044. | 1,534,191. | 0. | 0. |
| 19 Amounts borrowed (enter the maximum loan balance during the year) -- see instructions... | | | | | |
| 20 Amounts loaned (enter the maximum loan balance during the year) -- see instructions... | | | | | |

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule M (Form 5471) (Rev. 5-2001)

Statement 1
65-0773649000423 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
W. R. GRACE ITALIANA SPA

Tax Year Ended 12/31/2001

Form 5471 Page 2 Schedules

Other Income

| Description | Functional Currency | U.S. Dollars |
|--------------------------|------------------------|--------------|
| ----- | ----- | ----- |
| OTHER INCOME | 1,608 | 1,436 |
| INTER CORP. OTHER INCOME | 2,711,194 | 2,420,418 |
| | ----- | ----- |
| Total | 2,712,802 | 2,421,854 |
| | ===== | ===== |

000423 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
W. R. GRACE ITALIANA SPA

Statement 2
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 2 Schedules

Other Deductions

| Description | Functional Currency | U.S. Dollars |
|---------------------------|------------------------|--------------|
| PROFESSIONAL, CORPORATION | 461,777 | 412,251 |
| CHARITABLE DEDUCTIONS | 1,033 | 922 |
| ADVERTISING | 203,674 | 181,830 |
| GENERAL STATIONARY AND SU | 72,782 | 64,976 |
| TELEPHONE COMMUNICATIONS | 592,345 | 528,816 |
| OPERATING COSTS | 81,004 | 72,316 |
| UTILITIES | 65,442 | 58,423 |
| REPAIRS AND MAINTENANCE | 111,415 | 99,466 |
| INSURANCE | 32,230 | 28,773 |
| SERVICE CHARGES | 1,013,804 | 905,074 |
| EXPENSE TRANSFERS | 238,791 | 213,181 |
| OTHER DEDUCTIONS | 25,436 | 22,708 |
| Total | 2,899,733 | 2,588,736 |

♥ 000423 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
W. R. GRACE ITALIANA SPA

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 4 -- Other Current Assets

| Detail Description | Beginning | Ending |
|---------------------------|-----------|--------|
| OTHER PREPAYMENTS AND OTH | 30,954 | 49,313 |
| Total | 30,954 | 49,313 |

000423 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
W. R. GRACE ITALIANA SPA

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 12 -- Other Assets

| Detail Description | Beginning | Ending |
|--------------------|-----------|---------|
| ----- | ----- | ----- |
| DEFERRED CHARGES | 101,953 | 152,771 |
| | ----- | ----- |
| Total | 101,953 | 152,771 |
| | ===== | ===== |

000423 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
W. R. GRACE ITALIANA SPA

Statement 5
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 15 -- Other Current Liabilities

| Detail Description | Beginning | Ending |
|---------------------------|-----------|-----------|
| ----- | ----- | ----- |
| ACCEPTANCE PAYABLE | 53,375 | 126,273 |
| INCOME TAXES PAYABLE | 480,880 | 266,452 |
| ACCRUED CURRENT LIABILITY | 1,140,298 | 1,213,283 |
| OTHER CURRENT LIABILITIES | 174,549 | 146,960 |
| INDEMNITIES, PENSIONS AND | 793,511 | 1,204,698 |
| INTER CORPORATE BAL. WITH | -244,627 | -511,360 |
| | ----- | ----- |
| Total | 2,397,986 | 2,446,306 |
| | ===== | ===== |

000423 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
W. R. GRACE ITALIANA SPA

Statement 6
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 17 -- Other Liabilities

| Detail Description | Beginning | Ending |
|--------------------------|-----------|---------|
| ----- | ----- | ----- |
| NON CURRENT DEFERRED TAX | -4,152 | -80,034 |
| | ----- | ----- |
| Total | -4,152 | -80,034 |
| | ===== | ===== |

Form **5471**

(Rev. May 2001)

Department of the Treasury
Internal Revenue Service

Information Return of U.S. Persons With Respect To Certain Foreign Corporations

► See separate instructions.

Information furnished for the foreign corporation's annual accounting period (tax year required by section 989) (see instructions) beginning 01/01, 2001, and ending 12/31, 2001

OMB No. 1545-0704

File in Duplicate

(see When and
Where To File in the
instructions)

| | | |
|--|--|--|
| Name of person filing this return W. R. GRACE & CO. & SUBSIDIARIES | | A Identifying number 65-0773649 |
| Number, street, & room or suite no. (or P.O. box no. if mail is not delivered to street address) 5400 BROKEN SOUND BLVD. - SUITE 300 | | B Category of filer (See instructions. Check applicable box(es)): 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input checked="" type="checkbox"/> 5 <input checked="" type="checkbox"/> |
| City or town, state, and ZIP code BOCA RATON, FL 33487 | | C Enter the total percentage of the foreign corporation's voting stock you owned at the end of its annual accounting period 81 % |
| Filer's tax year beginning 01/01, 2001, and ending 12/31, 2001 | | |

D Person(s) on whose behalf this information return is filed:

| (1) Name | (2) Address | (3) Identifying number | (4) Check applicable box(es) | | |
|----------|-------------|------------------------|------------------------------|---------|----------|
| | | | Shareholder | Officer | Director |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

Important: Fill in all applicable lines and schedules. All information must be in the English language. All amounts must be stated in U.S. dollars unless otherwise indicated.

| | | | | | |
|---|--|--|---|---|--|
| 1a Name and address of foreign corporation GRACE CHEMICALS K.K. M-PRESS BLD. 5F 2-9-6 HAMAMATSU-CHO MINATO-KU TOKYO, JAPAN 105-0013 | | | | b Employer identification number, if any | |
| | | | | c Country under whose laws incorporated JAPAN | |
| d Date of incorporation 7/26/82 | e Principal place of busn. JAPAN | f Principal business activity code number 325900 | g Principal business activity OTHER CHEMICAL PRODUCT MFG | h Functional currency Japanese Yen | |

2 Provide the following information for the foreign corporation's accounting period stated above.

| | | | |
|---|--|---|---|
| a Name, address, and identifying number of branch office or agent (if any) in the United States | | b If a U.S. income tax return was filed, please show: | |
| | | (i) Taxable income or (loss) | (ii) U.S. income tax paid (after all credits) |
| | | | |
| c Name and address of foreign corporation's statutory or resident agent in country of incorporation SEIJI NAKAMURA, M-PRESS BLD. 5F 2-9-6, HAMAMATSU-CHO, MINATO-KU TOKYO, JAPAN 105-0013 | | d Name and address (including corporate department, if applicable) of person (or persons) with custody of books & records of the foreign corporation, and the location of such books and records, if different M. NAKAJIMA, M-PRESS BLD. 5F 2-9-6, HAMAMATSU-CHO, MINATO-KU TOKYO, JAPAN 105-0013 | |

Schedule A Stock of the Foreign Corporation

Part I — ALL Classes of Stock

| (a) Description of each class of stock | (b) Number of shares issued and outstanding | |
|--|---|--------------------------------------|
| | (i) Beginning of annual accounting period | (ii) End of annual accounting period |
| ORDINARY | 400,000 | 400,000 |
| | | |
| | | |
| | | |

Part II — Additional information for Preferred Stock

(To be completed only by Category 1 filers for foreign personal holding companies)

| (a) Description of each class of Preferred stock (Note: This description should match the corresponding description entered in Part I, column (a).) | (b) Par value in functional currency | (c) Rate of dividend | (d) Indicate whether stock is cumulative or noncumulative |
|--|--------------------------------------|----------------------|---|
| | | | |
| | | | |
| | | | |

For Paperwork Reduction Act Notice, see the separate instructions.

Form **5471** (Rev. 5-2001)

Form 5471 (Rev. 5-2001)

Schedule B U.S. Shareholders of Foreign Corporation (See the instructions.)

| (a) Name, address, and identifying number of shareholder | (b) Description of each class of stock held by shareholder (Note: This description should match the corresponding description entered in Schedule A, Part I, column (a).) | (c) Number of shares held at beginning of annual accounting period | (d) Number of shares held at end of annual accounting period | (e) Pro rata share of subpart F income (enter as a percentage) |
|--|--|--|--|--|
| *W.R.GRACE & CO-CONN 7500 GRACE DRIVE COLUMBIA, MD 21044 13-5114230 | ORDINARY | 324,000 | 324,000 | |
| *A WHOLLY OWNED SUBSIDIARY OF W. R. GRACE & CO. | | | | |
| | | | | |
| | | | | |
| | | | | |

Schedule C **Income Statement** (See the instructions.)

Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

| | | Functional Currency | U.S. Dollars |
|--|--|---------------------|--------------|
| INCOME | 1a Gross receipts or sales | 1a 1,765,061,389. | 14,508,805. |
| | b Returns and allowances | 1b 50,024,421. | 411,201. |
| | c Subtract line 1b from line 1a | 1c 1,715,036,968. | 14,097,604. |
| | 2 Cost of goods sold | 2 925,499,640. | 7,607,607. |
| | 3 Gross profit (subtract line 2 from line 1c) | 3 789,537,328. | 6,489,997. |
| | 4 Dividends | 4 | |
| | 5 Interest | 5 -2,856,699. | -23,482. |
| | 6 Gross rents, royalties, and license fees | 6 | |
| | 7 Net gain or (loss) on sale of capital assets | 7 | |
| 8 Other income (attach schedule) SEE STATEMENT 1 | 8 6,986,853. | 57,432. | |
| 9 Total income (add lines 3 through 8) | 9 793,667,482. | 6,523,947. | |
| DEDUCTIONS | 10 Compensation not deducted elsewhere | 10 271,280,955. | 2,229,929. |
| | 11 Rents, royalties, and license fees | 11 71,607,867. | 588,616. |
| | 12 Interest | 12 2,974,999. | 24,454. |
| | 13 Depreciation not deducted elsewhere | 13 63,752,278. | 524,044. |
| | 14 Depletion | 14 | |
| | 15 Taxes (exclude provision for income, war profits, and excess profits taxes) | 15 3,651,250. | 30,013. |
| | 16 Other deductions (attach schedule -- exclude provision for income, war profits, and excess profits taxes) SEE STATEMENT 2 | 16 240,394,426. | 1,976,044. |
| | 17 Total deductions (add lines 10 through 16) | 17 653,661,775. | 5,373,100. |
| INCOME | 18 Net income or (loss) before extraordinary items, prior period adjustments, and the provision for income, war profits, and excess profits taxes (subtract line 17 from line 9) | 18 140,005,707. | 1,150,847. |
| | 19 Extraordinary items and prior period adjustments (see instructions) | 19 | |
| | 20 Provision for income, war profits, and excess profits taxes (see instructions) | 20 60,214,721. | 494,965. |
| | 21 Current year net income or (loss) per books (line 18 plus line 19 minus line 20) | 21 79,790,986. | 655,882. |

Form 5471 (Rev. 5-2001)

Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued (See instructions.)

| (a) Name of country or U.S. possession | Amount of tax | | |
|---|----------------------------|------------------------|------------------------|
| | (b) In foreign currency | (c) Conversion rate | (d) In U.S. dollars |
| 1 U.S. | | | |
| 2 JAPAN | 59,667,700. | 0077603 | 463,039. |
| 3 | | | |
| 4 | | | |
| 5 | | | |
| 6 | | | |
| 7 | | | |
| 8 Total | | | 463,039. |

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See the instructions for an exception for DASTM corporations.

| Assets | | (a) Beginning of annual accounting period | (b) End of annual accounting period |
|--|--|---|---|
| 1 Cash | | 326,470. | 516,936. |
| 2a Trade notes and accounts receivable | | 6,523,376. | 5,567,257. |
| b Less allowance for bad debts | | (-734,507.) | (-1,091,200.) |
| 3 Inventories | | 944,172. | 794,663. |
| 4 Other current assets (attach schedule) SEE STATEMENT 3 | | 141,538. | 163,614. |
| 5 Loans to stockholders and other related persons | | | |
| 6 Investment in subsidiaries (attach schedule) | | | |
| 7 Other investments (attach schedule) SEE STATEMENT 4 | | 123,065. | 118,954. |
| 8a Buildings and other depreciable assets | | 4,759,107. | 4,633,749. |
| b Less accumulated depreciation | | (1,164,234.) | (1,476,040.) |
| 9a Depletable assets | | | |
| b Less accumulated depletion | | () | () |
| 10 Land (net of any amortization) | | | |
| 11 Intangible assets: | | | |
| a Goodwill | | 998,640. | 866,400. |
| b Organization costs | | | |
| c Patents, trademarks, and other intangible assets | | | |
| d Less accumulated amortization for lines 11a, b, and c | | (10,403.) | (30,685.) |
| 12 Other assets (attach schedule) SEE STATEMENT 5 | | 715,161. | 956,571. |
| 13 Total assets | | 14,091,399. | 13,202,619. |
| Liabilities and Stockholders' Equity | | | |
| 14 Accounts payable | | 6,263,778. | 4,324,797. |
| 15 Other current liabilities (attach schedule) SEE STATEMENT 6 | | 1,419,903. | 1,952,317. |
| 16 Loans from stockholders and other related persons | | 2,277,600. | 2,660,000. |
| 17 Other liabilities (attach schedule) SEE STATEMENT 7 | | 698,445. | 755,716. |
| 18 Capital stock: | | | |
| a Preferred stock | | | |
| b Common stock | | 1,419,120. | 1,231,200. |
| 19 Paid-in or capital surplus (attach reconciliation) | | 0. | 0. |
| 20 Retained earnings | | 2,012,553. | 2,278,589. |
| 21 Less cost of treasury stock | | () | () |
| 22 Total liabilities and stockholders' equity | | 14,091,399. | 13,202,619. |

000806 09/03/2002

W. R. GRACE & CO. & SUBSIDIARIES

GRACE CHEMICALS K.K.

65-0773649

Page 4

Form 5471 (Rev. 5-2001)

Schedule G Other Information

Yes No

- 1 During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in a foreign partnership? ☐ Yes ☒ No
If "Yes," see the instructions for required attachment.
- 2 During the tax year, did the foreign corporation own an interest in any trust? ☐ Yes ☒ No
- 3 During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate from their owners under Regulations sections 301.7701-2 and 301.7701-3? ☐ Yes ☒ No
If "Yes," attach a statement listing the name, country under whose laws the entity was organized, and EIN (if any) of each entity.

Schedule H Current Earnings and Profits (See the instructions.)**Important:** Enter the amounts on lines 1 through 5c in functional currency.

| | | | |
|--|---|----------------------|-------------------------|
| 1 | Current year net income or (loss) per foreign books of account. | 1 | 79,790,986. |
| 2 | Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions): | | |
| | | Net Additions | Net Subtractions |
| a | Capital gains or losses | | |
| b | Depreciation and amortization | | |
| c | Depletion | | |
| d | Investment or incentive allowance | | |
| e | Charges to statutory reserves | | |
| f | Inventory adjustments | | |
| g | Taxes | 547,021. | |
| h | Other (attach schedule) | 0. | 0. |
| 3 | Total net additions | 547,021. | |
| 4 | Total net subtractions | | 0. |
| 5a | Current earnings and profits (line 1 plus line 3 minus line 4) | 5a | 80,338,007. |
| b | DASTM gain or (loss) for foreign corporations that use DASTM (see instructions) | 5b | |
| c | Combine lines 5a and 5b | 5c | 80,338,007. |
| d | Current earnings and profits in U.S. dollars (line 5c translated at the appropriate exchange rate as defined in section 989(b) and the related regulations) (see instructions). | 5d | 660,378. |
| Enter exchange rate used for line 5d ▶ | | 0.0082200 | |

Schedule I Summary of Shareholder's Income From Foreign Corporation (See the instructions.)

| | | | |
|---|---|---|----|
| 1 | Subpart F income (line 40b, Worksheet A in the instructions) | 1 | |
| 2 | Earnings invested in U.S. property (line 17, Worksheet B in the instructions) | 2 | |
| 3 | Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions) | 3 | |
| 4 | Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions) | 4 | |
| 5 | Factoring income | 5 | |
| 6 | Total of lines 1 through 5. Enter here and on your income tax return. See instructions | 6 | 0. |
| 7 | Dividends received (translated at spot rate on payment date under section 989(b)(1)) | 7 | |
| 8 | Exchange gain or (loss) on a distribution of previously taxed income. | 8 | |

Yes No

- Was any income of the foreign corporation blocked? ☐ Yes ☒ No
- Did any such income become unblocked during the tax year (see section 964(b))? ☐ Yes ☒ No

If the answer to either question is "Yes," attach an explanation.

**SCHEDULE J
(Form 5471)**

(Rev. May 2001)
Department of the Treasury
Internal Revenue Service

**Accumulated Earnings and Profits (E&P)
of Controlled Foreign Corporation**

OMB No. 1545-0704

► Attach to Form 5471. See instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

GRACE CHEMICALS K.K.

| Important. Enter amounts in functional currency. | (a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance) | (b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance) | (c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances) | | | (d) Total Section 964(a) E&P (combine columns (a), (b), and (c)) |
|--|--|--|---|---|------------------------|--|
| | | | (i) Earnings Invested in U.S. Property | (ii) Earnings Invested in Excess Passive Assets | (iii) Subpart F Income | |
| 1 Balance at beginning of year | 271,765,346. | | | | | 271,765,346. |
| 2a Current year E&P | 80,338,007. | | | | | |
| b Current year deficit in E&P | | | | | | |
| 3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b) | 352,103,353. | | | | | |
| 4 Amounts included under sec. 951(a) or reclassified under section 959(c) in current year | | | | | | |
| 5a Actual distributions or reclassifications of previously taxed E&P | | | | | | |
| b Actual distributions of nonpreviously taxed E&P | 12,000,000. | | | | | |
| 6a Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a) | | | 0. | 0. | 0. | |
| b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b) | 340,103,353. | 0. | | | | |
| 7 Balance at end of year. (Enter amount from line 6a / line 6b, whichever is applic.) | 340,103,353. | 0. | 0. | 0. | 0. | 340,103,353. |

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule J (Form 5471) (Rev. 5-2001)

SCHEDULE M
(Form 5471)
(Rev. May 2001)
Department of the Treasury
Internal Revenue Service

**Transactions Between Controlled Foreign Corporation
and Shareholders or Other Related Persons**

OMB No. 1545-0704

► Attach to Form 5471. See instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

GRACE CHEMICALS K.K.

Important: Complete a **separate** Schedule M for each controlled foreign corporation. Enter the totals for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). All amounts must be stated in U.S. dollars translated from functional currency at the average exchange rate for the foreign corporation's tax year. See the instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule ► Japanese Yen 0.0082200

| (a) Transactions of foreign corporation | (b) U.S. person filing this return | (c) Any domestic corporation or partnership controlled by U.S. person filing this return | (d) Any other foreign corporation or partnership controlled by U.S. person filing this return | (e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return) | (f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation |
|---|------------------------------------|--|---|--|---|
| 1 Sales of stock in trade (inventory) | | | 232,394. | | |
| 2 Sales of property rights (patents, trademarks, etc.) | | | | | |
| 3 Compensation received for technical, managerial, engineering, construction, or like services | | | | | |
| 4 Commissions received | | | | | |
| 5 Rents, royalties, and license fees received | | | | | |
| 6 Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income) | | | | | |
| 7 Interest received | | | | | |
| 8 Premiums received for insurance or reinsurance | | | | | |
| 9 Add lines 1 through 8 | 0. | 0. | 232,394. | 0. | 0. |
| 10 Purchases of stock in trade (inventory) | | 338,506. | 10,939. | | |
| 11 Purchases of tangible property other than stock in trade | | | | | |
| 12 Purchases of property rights (patents, trademarks, etc.) | | | | | |
| 13 Compensation paid for technical, managerial, engineering, construction, or like services | | | | | |
| 14 Commissions paid | | | | | |
| 15 Rents, royalties, and license fees paid | | 36,784. | | | |
| 16 Dividends paid | | | 80,892. | | |
| 17 Interest paid | | | 23,774. | | |
| 18 Add lines 10 through 17 | 0. | 375,290. | 115,605. | 0. | 0. |
| 19 Amounts borrowed (enter the maximum loan balance during the year) -- see instructions | | | 2,912,783. | | |
| 20 Amounts loaned (enter the maximum loan balance during the year) -- see instructions | | | | | |

For Paperwork Reduction Act Notice, see the instructions for Form 5471.

Schedule M (Form 5471) (Rev. 5-2001)

Statement 1
65-0773649000806 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
GRACE CHEMICALS K.K.

Tax Year Ended 12/31/2001

Form 5471 Page 2 Schedules

Other Income

| Description | Functional Currency | U.S. Dollars |
|--------------|------------------------|--------------|
| ----- | ----- | ----- |
| OTHER INCOME | 6,986,853 | 57,432 |
| | ----- | ----- |
| Total | 6,986,853 | 57,432 |
| | ===== | ===== |

000806 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
GRACE CHEMICALS K.K.

Statement 2
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 2 Schedules

Other Deductions

| Description | Functional Currency | U.S. Dollars |
|---------------------------|------------------------|--------------|
| PROFESSIONAL, CORPORATION | 9,325,753 | 76,658 |
| ADVERTISING | 8,664,295 | 71,221 |
| GENERAL STATIONARY AND SU | 7,681,212 | 63,140 |
| TELEPHONE COMMUNICATIONS | 71,143,534 | 584,800 |
| OPERATING COSTS | 52,045,356 | 427,813 |
| UTILITIES | 4,467,657 | 36,724 |
| REPAIRS AND MAINTENANCE | 6,231,087 | 51,220 |
| INSURANCE | 3,266,430 | 26,850 |
| SERVICE CHARGES | 33,516,231 | 275,503 |
| EXPENSE TRANSFERS | 41,202,871 | 338,688 |
| AMORTIZATION CHARGES | 2,850,000 | 23,427 |
| Total | 240,394,426 | 1,976,044 |

000806 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
GRACE CHEMICALS K.K.

Statement 3
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 4 -- Other Current Assets

| Detail Description | Beginning | Ending |
|---------------------------|-----------|---------|
| OTHER PREPAYMENTS AND OTH | 21,955 | 31,990 |
| CURRENT DEFERRED TAXES | 119,583 | 131,624 |
| Total | 141,538 | 163,614 |

000806 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
GRACE CHEMICALS K.K.

Statement 4
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 7-- Other Investments

| Detail Description | Beginning | Ending |
|---------------------------|-----------|---------|
| MISCELLANEOUS INVESTMENTS | 123,065 | 118,954 |
| Total | 123,065 | 118,954 |

000806 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
GRACE CHEMICALS K.K.

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 12 -- Other Assets

| Detail Description | Beginning | Ending |
|---------------------------|-----------|---------|
| DEFERRED CHARGES | 692,122 | 956,571 |
| NON CURRENT DEFERRED TAXE | 23,039 | |
| Total | 715,161 | 956,571 |

000806 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
GRACE CHEMICALS K.K.

Statement 6
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 15 -- Other Current Liabilities

| Detail Description | Beginning | Ending |
|---------------------------|-----------|-----------|
| ACCEPTANCE PAYABLE | 821,182 | 1,303,278 |
| INCOME TAXES PAYABLE | -84,388 | 272,814 |
| ACCRUED CURRENT LIABILITY | 173,207 | 109,236 |
| INDEMNITIES, PENSIONS AND | 67,487 | 53,084 |
| INTER CORPORATE BAL. WITH | 442,415 | 213,905 |
| Total | 1,419,903 | 1,952,317 |

000806 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
GRACE CHEMICALS K.K.

Statement 7
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 17 -- Other Liabilities

| Detail Description | Beginning | Ending |
|---------------------------|-----------|---------|
| NON CURRENT DEFERRED TAX | 82,162 | 126,714 |
| MINORITY INTEREST IN SUBS | 616,283 | 629,002 |
| Total | 698,445 | 755,716 |

Form **5471**

(Rev. May 2001)

Department of the Treasury
Internal Revenue Service**Information Return of U.S. Persons With
Respect To Certain Foreign Corporations**

▶ See separate instructions.

Information furnished for the foreign corporation's annual accounting period (tax year required by
section 998) (see instructions) beginning 01/01, 2001, and ending 12/31, 2001

OMB No. 1545-0704

File in Duplicate

(see When and
Where To File in the
instructions)

Name of person filing this return

W. R. GRACE & CO. & SUBSIDIARIES

A Identifying number

65-0773649

Number, street, & room or suite no. (or P.O. box no. if mail is not delivered to street address)

5400 BROKEN SOUND BLVD. - SUITE 300

B Category of filer (See instructions. Check applicable box(es)):1 ☐ 2 ☐ 3 ☐ 4 ☒ 5 ☒

City or town, state, and ZIP code

BOCA RATON, FL 33487

C Enter the total percentage of the foreign corporation's voting stock

you owned at the end of its annual accounting period 100%

Filer's tax year beginning 01/01, 2001, and ending 12/31, 2001

D Person(s) on whose behalf this information return is filed:

| (1) Name | (2) Address | (3) Identifying number | (4) Check applicable box(es) | | |
|----------|-------------|------------------------|------------------------------|---------|----------|
| | | | Shareholder | Officer | Director |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

Important: Fill in all applicable lines and schedules. All information must be in the English language. All amounts must be stated in U.S. dollars unless otherwise indicated.**1a Name and address of foreign corporation**

GRACE JAPAN KK

100 KANEDA, ATSUGI-SHI

KANAGAWA-KEN, 243-0807 JAPAN

b Employer identification number, if any**c Country under whose laws incorporated**

JAPAN

d Date of incorporation

11/26/60

e Principal place of busn.

JAPAN

**f Principal business activity
code number**

325900

g Principal business activity
OTHER CHEMICAL
PRODUCT MFG**h Functional currency**

Japanese Yen

2 Provide the following information for the foreign corporation's accounting period stated above.**a Name, address, and identifying number of branch office or agent
(if any) in the United States**
NONE**b If a U.S. income tax return was filed, please show:**

(i) Taxable income or (loss)

(ii) U.S. income tax paid
(after all credits)**c Name and address of foreign corporation's statutory or resident
agent in country of incorporation**

T HASATANI

100 KANEDA, ATSUGI-SHI

KANAGAWA 243-0807, JAPAN

**d Name and address (including corporate department, if applicable) of
person (or persons) with custody of books & records of the foreign
corporation, and the location of such books and records, if different**

T. SHIOYA

100 KANEDA, ATSUGI-SHI

KANAGAWA 243-0807, JAPAN

Schedule A Stock of the Foreign Corporation**Part I — ALL Classes of Stock**

| (a) Description of each class of stock | (b) Number of shares issued and outstanding | |
|--|---|--------------------------------------|
| | (i) Beginning of annual accounting period | (ii) End of annual accounting period |
| COMMON | 340,000 | 340,000 |
| | | |
| | | |
| | | |

Part II — Additional Information for Preferred Stock

(To be completed only by Category 1 filers for foreign personal holding companies)

| (a) Description of each class of Preferred stock (Note: This description should match the corresponding description entered in Part I, column (a).) | (b) Par value in functional currency | (c) Rate of dividend | (d) Indicate whether stock is cumulative or noncumulative |
|---|---|----------------------|---|
| | | | |
| | | | |
| | | | |

For Paperwork Reduction Act Notice, see the separate instructions.

Form **5471** (Rev. 5-2001)

[illegible]

Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

| | | Functional Currency | U.S. Dollars |
|---|--|---------------------|--------------|
| INCOME | 1a Gross receipts or sales | 1a 3,226,303,148. | 26,520,212. |
| | b Returns and allowances | 1b 48,270,004. | 396,779. |
| | c Subtract line 1b from line 1a | 1c 3,178,033,144. | 26,123,433. |
| | 2 Cost of goods sold | 2 1,800,986,422. | 14,804,108. |
| | 3 Gross profit (subtract line 2 from line 1c) | 3 1,377,046,722. | 11,319,325. |
| | 4 Dividends | 4 9,720,000. | 79,898. |
| | 5 Interest | 5 5,307,657. | 43,629. |
| | 6 Gross rents, royalties, and license fees | 6 | |
| | 7 Net gain or (loss) on sale of capital assets | 7 | |
| 8 Other income (attach schedule) SEE STATEMENT 1. | 8 217,351,881. | 1,786,632. | |
| 9 Total income (add lines 3 through 8) | 9 1,609,426,260. | 13,229,484. | |
| DEDUCTIONS | 10 Compensation not deducted elsewhere | 10 442,202,753. | 3,634,907. |
| | 11 Rents, royalties, and license fees | 11 114,952,947. | 944,913. |
| | 12 Interest | 12 | |
| | 13 Depreciation not deducted elsewhere | 13 123,698,653. | 1,016,803. |
| | 14 Depletion | 14 | |
| | 15 Taxes (exclude provision for income, war profits, and excess profits taxes) | 15 48,491,649. | 398,601. |
| | 16 Other deductions (attach schedule -- exclude provision for income, war profits, and excess profits taxes) SEE STATEMENT 2. | 16 283,828,373. | 2,333,069. |
| 17 Total deductions (add lines 10 through 16) | 17 1,013,174,375. | 8,328,293. | |
| NET INCOME | 18 Net income or (loss) before extraordinary items, prior period adjustments, and the provision for income, war profits, and excess profits taxes (subtract line 17 from line 9) | 18 596,251,885. | 4,901,191. |
| | 19 Extraordinary items and prior period adjustments (see instructions) | 19 | |
| | 20 Provision for income, war profits, and excess profits taxes (see instructions) | 20 69,080,094. | 567,838. |
| | 21 Current year net income or (loss) per books (line 18 plus line 19 minus line 20) | 21 527,171,791. | 4,333,353. |